

RECORDATION NO. 25706 FILED

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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 12, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Net Railcar Lease, dated as of July 5, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and addresses of the parties to the enclosed document are:

Lessor: Babcock & Brown Rail Funding LLC  
885 Second Avenue  
New York, New York 10017

Lessee: FirstEnergy Generation Corp.  
395 Ghent Road, Suite 213  
Akron, Ohio 44333

Mr. Vernon A. Williams  
July 12, 2005  
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A description of the railroad equipment covered by the enclosed document  
is:

250 Coal Hopper railcars: FEPX 050001 - FEPX 050250.


A short summary of the document to appear in the index is:

Memorandum of Net Railcar Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF NET RAILCAR LEASE

THIS MEMORANDUM OF NET RAILCAR LEASE dated as of this 5<sup>th</sup> day of July, 2005, to that certain Master Net Railcar Lease effective as of June 20, 2005 between FIRSTENERGY GENERATION CORP., Ohio corporation (the "Lessee"), pursuant to which Schedule No. 01 has been executed, is made by the Lessee and BABCOCK & BROWN RAIL FUNDING LLC, a Delaware limited liability company (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease and Schedule No. 01 thereto effective as of July 5, 2005, (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Net Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Net Railcar Lease to be executed by a duly authorized officer as of the day and year first above written.

BABCOCK & BROWN RAIL FUNDING LLC, as Lessor

By: 

Name: Ross Sullivan

Title: Vice President

FIRSTENERGY GENERATION CORP., as Lessee

By: 

Name: KEVIN J. LARKIN

Title: GEN. MGR. FUEL + TRANSPORTATION

STATE OF CALIFORNIA )  
 ) SS:  
 COUNTY OF SAN FRANCISCO )

On this 11 day of July, ~2005 before me personally appears ROSS SULLIVAN, to me personally known, who by me duly sworn, says that he/she is the VICE PRESIDENT of Babcock & Brown Rail Funding LLC (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Officers, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Martin Phillips  
 Notary Public

[SEAL]

My Commission expires: 2/1/08

STATE OF Ohio )  
 ) SS:  
 COUNTY OF Summit )

On this 5<sup>th</sup> day of July, 2005 before me personally appears Kevin J. Larkin, to me personally known, who by me duly sworn, says that he/she is the General Manager of Fuel of FirstEnergy Generation Corp. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Carol A. Seaman

Notary Public

[SEAL]

CAROL A. SEAMAN, Notary Public  
 STATE OF OHIO  
 Resident Summit County  
 My Commission Expires August 9, 2008

My Commission expires:

**EXHIBIT A**

<u>Quantity</u>	<u>Car Description</u>	<u>Reporting Marks and Numbers</u>
Two Hundred and Fifty (250)	4200 CF Aluminum body Rotary Autoflood III™ open top coal hoppers, 286,000 lbs. GRL; AAR Car Type Code K341; built in 2005 by FreightCar America, Inc.	FEPX 050001-050250, inclusive.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/12/05



\_\_\_\_\_  
Robert W. Alvord